

BYLAWS of the
NATIONAL REGISTRY OF REHABILITATION TECHNOLOGY SUPPLIERS, INC.
Revised and approved July 17, 2017

Article I. OFFICES

The principal office of the Corporation shall be located in the District of Columbia. The Corporation may have such other offices, either within or without the District of Columbia, as the Board of Directors may determine or the affairs of the Corporation may require from time to time.

The Corporation shall have and continuously maintain in the District of Columbia a registered office, and a registered agent whose office is identical with such registered office, as required by the District of Columbia Non-Profit Corporation Act. The registered office may be, but need not be; identical with the principal office in the District of Columbia, and the address of the registered office may be changed from time to time by the Board of Directors.

Article II. DEFINITIONS

Section 1. "Rehabilitation Technology Suppliers" (RTS), as hereinafter used in these bylaws, are specialists who primarily provide complex rehab and assistive technology equipment and services in one or more of the following areas: wheeled mobility, seated and alternative positioning, ambulation, environmental control/electronic aids for daily living, augmentative/alternative communication and activities of daily living to meet the unique needs of people with disabilities.

The RTS is employed by a Complex Rehab and Assistive Technology Company (see Article II Section 2) and his/her duties typically include, but are not limited to:

- a) Actively participating in the evaluation of the client,
- b) Ordering, assembling, adjusting, final fitting, instructing proper and safe use complex rehab and assistive technology equipment, and/or
- c) Providing ongoing support and service to meet individuals' complex rehab and assistive technology needs.

The RTS offers consumers a wide range of product choices, provides honest and accurate pricing and funding information, and agrees to abide by the NRRTS Code of Ethics, Blind Bidding Policy and Standards of Practice.

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Section 2. "Complex Rehab and Assistive Technology Company" is a medical equipment company that offers a wide range of Complex Rehab and Assistive Technology equipment and services and equipment from a number of different manufacturers. This company has an office location in the geographic area it serves (where consumers and clinicians may visit to receive evaluation, fitting, delivery of equipment and follow-up), and has sufficient technical abilities to assemble and modify various components to meet the client's unique needs. A Complex Rehab and Assistive Technology Company also maintains a complete repair facility staffed with qualified service personnel capable of repairing all of the equipment they provide in a timely and high quality manner.

Section 3. "Complex Rehab and Assistive Technology Equipment and Services" is distinguished from other durable medical equipment in that it is generally:

- a) Prescribed by a physician;
- b) Specified by information gathered through assessment and evaluation of the person with a disability using a team approach. This team may include one or more of the following: a physician, physical therapist, occupational therapist, speech and language pathologist, nurse, teacher and other involved allied health professionals, as well as the RTS. The client, family and other primary care providers are integral members of this team;
- c) Ordered to meet the individual client's specific, usually long-term needs, and unlikely to be used by another person with a disability without extensive modification or adjustment; and/or
- d) Customized, individualized, adapted, fabricated or assembled from additional components, by the RTS or their designee, to meet the client's specific needs appropriately.

Section 4. "Choices" reflect the ability of the RTS to provide Complex Rehab and Assistive Technology equipment from a variety of manufacturers and product categories to meet the unique needs of the person with a disability.

Section 5. "Product Categories" include but are not limited to manual wheelchair bases, power wheelchair bases, power seating systems, cushions, backs, positional control components such as pelvic belts, trunk supports, headrests, and foot support/positioning.

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Article III. PURPOSES

The purposes of the Corporation are:

- a) to encourage and promote high standards of professionalism and service among individuals and organizations engaged in the provision of rehabilitation technology equipment and/or services;
- b) to encourage, promote and foster honest and fair trade practices on the part of individuals and organizations engaged in the provision of Complex Rehab and Assistive Technology equipment and/or services;
- c) to promote the welfare of people with physical disabilities by establishing standards of professionalism and service for individuals and organizations engaged in the provision of rehabilitation technology equipment and/or services, particularly with respect to the adequacy of experience, the education and training of those providing services, and the appropriateness and adequacy of facilities;
- d) to educate, assist and encourage individuals and organizations engaged in the provision of rehabilitation technology equipment and/or services to achieve and maintain the professional and business standards established from time to time by the Corporation;
- e) to investigate, review and accumulate information deemed necessary to ascertain whether the standards established by the Corporation are being met by individuals and organizations engaged in the provision of Complex Rehab and Assistive Technology equipment and services;
- f) to collaborate with educational, research and service organizations to develop higher standards for services and competency on a continuing basis;
- g) to issue instruments of recognition to individuals and organizations engaged in the provision of rehabilitation technology equipment and/or services who have demonstrated they meet the standards of professionalism, service and training established by the Corporation;
- h) to revoke, suspend, cancel, condition or otherwise change the terms of an instrument of recognition if the holder of such instrument does not meet the established minimum standards, or has acted professionally or ethically in a manner inconsistent with the purposes and goals of the Corporation; and
- i) to engage in such other lawful activities that further the Corporation's purposes and goals;
- j) To provide consumer protection through a complaint resolution process

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Article IV. REGISTRANTS, FRIENDS OF NRRTS AND FELLOWS

Section 1. Registered Rehabilitation Technology Supplier™ (RRTS™). Any person who is a Rehabilitation Technology Supplier, as described in Article II, Section 1, and meets the criteria established by the Corporation shall be eligible for registration in the Corporation as a Registered Rehabilitation Technology Supplier™.

Section 1a. Certified Rehabilitation Technology Supplier® (CRTS®). Any Registered Rehabilitation Technology Supplier™ in good standing who has passed the RESNA Assistive Technology Supplier Examination and has met the criteria established by the Corporation for the **CRTS® credential** is eligible for registration as a Certified Rehabilitation Technology Supplier® (CRTS®).

Section 1b. Registrant A Registrant is an individual who has been awarded the RRTS™ or CRTS® designation by the Corporation.

Section 2. Friend of NRRTS.

Section 2a. Individual Friend of NRRTS: Any person involved in the rehabilitation technology industry or profession who is not otherwise eligible to be a NRRTS Registrant but meets the criteria for Friend of NRRTS as established by the Corporation may be eligible to be registered as a Friend of NRRTS (FON).

Section 2b. Corporate Friend of NRRTS: Any organization involved in the rehabilitation technology industry which meets the criteria established by the Corporation may be eligible to be registered as a Corporate Friend of NRRTS (CFON).

Section 2c. Charter Corporate Friend of NRRTS: The twelve organizations that supported the mission of NRRTS during the original Corporate Friend of NRRTS Campaign. As long as they maintain the criteria established by the Corporation for this designation they will be entitled to all of the benefits outlined. There will be no additional organizations added to this category of affiliation (CCFON).

Section 2d. Association Friend of NRRTS

Any non-profit organization involved in the rehabilitation industry or profession who is not otherwise

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eligible to be a NRRTS Registrant, but meets the criteria for Association Friend of NRRTS (AFON) as established by the Corporation may be eligible to be affiliated as an Association Friend of NRRTS (AFON).

Section 3. Fellow. From time to time the Board of Directors may select a NRRTS Registrant who has provided extraordinary service to the Corporation and/or to the rehabilitation community or industry as a Fellow of the Corporation. This award is now known as the Simon Margolis Fellow Award. Benefits of Fellowship in NRRTS shall be determined by the Board of Directors.

Section 3a. Honorary Fellow. From time to time the Board of Directors may select an individual who has provided extraordinary service to the Corporation and/or to the rehabilitation community or industry as an Honorary Fellow of the Corporation. Benefits of Honorary Fellowship in NRRTS shall be determined by the Board of Directors.

Section 4. Application. All candidates for registration or Friend of NRRTS shall make written application to the Corporation in a manner to be determined by the Board of Directors. Admission as a Registrant or Friend of NRRTS is subject to approval of the Board of Directors.

Section 5. Voting Rights. Registrants shall be entitled to such voting rights as may be conferred from time to time by the affirmative vote of not less than a majority of the full Board of Directors. **Section**

6. Termination of Registration.

Section 6a. The Board of Directors, by the affirmative vote of not less than a majority of the full Board of Directors, may suspend or expel a Registrant or Friend of NRRTS for cause and may, by the affirmative vote of not less than a majority of the full Board of Directors, terminate any Registrant or Friend of NRRTS for cause, or who becomes ineligible for registration, or suspend or expel any Registrant or Friend of NRRTS who shall be in default in the payment of fees for the period fixed in these bylaws.

Section 6b. The Ethics Committee, by the affirmative vote of not less than a majority of the full Ethics Committee, may suspend or expel a Registrant or Friend of NRRTS, for cause. The actions of the Ethics Committee may be reviewed, overturned or upheld by the Board of Directors.

Section 7. Resignation. Any Registrant or Friend of NRRTS may resign by filing a written resignation with the Director of Marketing and Operations, but such resignation shall not relieve the resigning Registrant or Friend of NRRTS of the obligation to pay any fee assessments or other charges accrued and unpaid at the time of resignation.

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Section 8. Reinstatement. Upon written request signed by a former Registrant or Friend of NRRTS and filed with the Director of Marketing and Operations, the Board of Directors may, by the affirmative vote of not less than a majority of the full Board of Directors, reinstate such former Registrant upon such terms as the Board of Directors may deem appropriate.

Section 9. Transfer of Registrant or Friend of NRRTS Status. NRRTS Registration or Friend of NRRTS status in this Corporation is not transferable or assignable.

Article V. REGISTRANTS' MEETINGS

Section 1. Annual Meeting. An annual Registrants' meeting shall be held on such date and at such time as the Board of Directors may determine, or on such other date and time as the Board of Directors may from time to time fix, for the purpose of transacting such business as may come before the meeting. Friends of NRRTS shall be invited to attend all Registrants' meetings with right of full participation other than voting.

Section 2. Special Meetings. Special meetings of the Registrants may be called by the Board of Directors or by the President upon written request of not less than five percent (5%) of the Registrants.

Section 3. Place of Meeting. The Board of Directors may designate any place as the place of meeting for any annual meeting or for any special meeting, but if all of the Registrants shall meet at any time and place and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Notice of Meetings. Written or printed notice stating the place, date and hour of any meeting of the Registrants shall be delivered, either personally, electronically, by telefacsimile transmission, or by mail, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President or other officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If provided by electronic mail, the notice of the meeting shall be deemed to be delivered when the electronic mail is transmitted. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Registrant at his/her address as it appears on the records of the Corporation, with postage thereon prepaid. Whenever any notice is required to be given, a waiver thereof in writing signed by such Registrants, whether before or after the time stated therein, shall be

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equivalent to the giving of such notice. Presence of a Registrant at a meeting without objecting to the holding thereof shall also be deemed to be a waiver of notice by any such Registrant.

Section 5. Informal Action by Registrants. Any action required by law to be taken at a meeting of the Registrants, or any action which may be taken at a meeting of Registrants, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the Registrants voting, with respect to the subject matter stated.

Section 6. Quorum. A minimum of ten percent (10%) of the current NRRTS Registrants shall constitute a quorum. If a quorum is not present at any meeting of Registrants, a majority of the Registrants present may adjourn the meeting from time to time without further notice.

Section 7. Proxies. At any meeting of Registrants, a Registrant entitled to vote may vote by proxy executed in writing by the Registrant or by his/her duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 8. Manner of Acting. A majority of the votes entitled to be cast on a matter to be voted upon by the Registrants present or represented by proxy at a meeting at which a quorum is present shall be necessary for action on a matter of a Registrants' meeting, unless a greater proportion is required by law or by these bylaws.

Section 9. Methods of voting. Voting on all matters, including the election of Officers and Directors, may be conducted by mail, electronically or by fax in such manner as the Board of Directors shall determine.

Article VI. FEES

Section 1. Annual Fees. The Board of Directors may determine from time to time the amount of registration fees, if any, and annual renewal fees payable to the Corporation.

Section 2. Payment of Fees. Fees shall be payable within forty-five (45) days of billing except that the Board of Directors may provide for a deferred payment for such time, as the board may deem appropriate.

Section 3. Default and Termination of Registrants. When any Registrant shall default in the payment of fees for a period of ninety (90) days from the date for which such fees became payable, his/her registration may be terminated by the Board of Directors in the manner provided in these bylaws.

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Article VII. FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

Article VIII. BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be citizens of the United States or residents of the District of Columbia unless a majority of the full Board of Directors may otherwise provide. The Board of Directors shall be responsible for establishing and overseeing the application review process and ensuring uniformity and fairness in that process. The Board of Directors shall actively and vigorously protect the interests of the Corporation including protection of the trademarks registered to the Corporation.

Section 2. Number, Tenure and Qualifications. The number of Directors shall not be less than ten (10) or more than fifteen (15). A change in a Director's status or position shall not, per se, create a vacancy in his/her Directorship for the term for which he/she has been elected, and such Director shall be entitled to complete the balance of his/her term unless removed pursuant to the provisions of these bylaws. The President, President-Elect or Immediate Past President, Vice President, Secretary, Treasurer, four (4) Regional Review Committee Chairpersons and four (4) Directors are members of the Board of Directors. NRRTS Registrants are eligible for election to fill all positions, except that candidates for President-elect; Vice-president; Secretary and Treasurer must have completed at least one term as Review Board Chair or Board Member at-large before election. Each Director shall hold office for a term of two (2) years or until his/her successor shall have been elected and qualified provided, however, that under no circumstance shall a Director serve more than two (2) consecutive terms. The number of Directors may be increased or decreased from time to time by an amendment to these bylaws, but no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

Section 3. Elections. The members of the Board of Directors will be selected from a slate of candidates proposed by the Nominating Committee (see Article XI Section 2) and ratified by a simple majority of the Board of Directors and shall be elected by the affirmative vote of not less than a majority of Registrants

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voting. Unless otherwise determined by the Board of Directors, the elections of Directors will be conducted electronically, at a time designated by the Board of Directors.

Section 4. Regular Meeting. A regular meeting of the Board of Directors shall be held without notice other than this bylaw during the fourth quarter of each fiscal year. The Board of Director may provide by resolution the time and place for the holding of additional regular meetings of the Board without notice other than such resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or three (3) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the board called by them.

Section 6. Notice. Notice of any special meeting of the Board of Directors shall be given in sufficient time for the convenient assembly of the Directors. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice was given by electronically, such notice shall be deemed to be delivered electronically when it is transmitted. If provided by electronic mail, the notice of the meeting shall be deemed to be delivered when the electronic mail is transmitted. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 7. Quorum. Not less than seven (7) members of the Board of Directors and/or Officers of the Corporation shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Notice of any adjournment of a meeting of the Board of Directors to another time or place because a quorum is not present shall be given to the Directors who were not present at the time of the adjournment and, unless such time and place are not announced at the meeting, to the other Directors.

Section 8. Manner of Acting. The act of a majority of the Directors present at a meeting at which a

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quorum is present shall be the act of the Board of Directors; unless the action of a greater number is required by law or by these bylaws.

Section 9. Vacancies. Any vacancy occurring among the Directors and any Directorship to be filled by reason of an increase in the number of Directors, including any vacancies resulting from the removal of one or more Directors, may be filled by the affirmative vote of not less than a majority of the remaining Directors, though less than a quorum of the Board of Directors exists. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 10. Compensation. Directors, as such, shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation for such service.

Section 11. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by a majority of the full Board of Directors and providing that notification is sent to each Registrant, via electronic mail, mail or telefacsimile, at least five (5) days prior to the deadline for written responses.

Section 12. Meetings by Telephone. Directors may participate in any meeting of the Board of Directors by conference telephone or similar communication equipment by which all persons participating in any such meeting can hear each other. Participation in such meeting pursuant to this section shall constitute presence in person at such meeting.

Section 13. Removal. Any Director may be removed for cause by the affirmative vote of not less than two-thirds (2/3) of the full Board of Directors when in its judgment the best interest of the Corporation would be served thereby.

Section 14. Confidentiality and Disclosure of Conflicts of Interest. All Directors and Officers of the Corporation will be required to sign a confidentiality agreement and to disclose all conflicts of interests that may impact the Director or Officer's ability to fulfill his/her responsibilities to the Corporation. The form and

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method of these agreements and disclosures will be determined by majority vote of the full Board of Directors.

Article IX. OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, Vice President, President-elect or Immediate Past President, Secretary and Treasurer. All the foregoing officers are members of the Board of Directors.

Section 2. Election and Term of Office. Unless otherwise provided in these bylaws, or the resolution of election or appointment or other instrument choosing or appointing any officer, the Vice President, Secretary and Treasurer of the Corporation shall be elected for a term of two (2) years by a majority of Registrants voting by electronic, mail or telefacsimile ballot, provided, however, that an officer may not serve for more than two (2) consecutive terms in the same position as Vice President, Secretary or Treasurer. The President-Elect shall be elected for a term of one (1) year by a majority of Registrants voting by electronic, mail or telefacsimile ballot and succeed to the office of President for two (2) years and then to the office of Past President for one (1) year.

Section 3. Removal. Any officer may be removed by a two-thirds (2/3) majority vote of the full Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The office of President is filled by the President-Elect. The President shall be the chief elected officer of the Corporation and shall have such authority and perform such duties as the Board of Directors may from time to time prescribe. The President shall preside at all meetings of the Registrants and of the Board of Directors. The President shall present at each annual meeting of the Board of Directors an annual report on the activities of the Corporation for the preceding year. The President shall act as liaison between the Board of Directors and the Advisory Council(s), and will be responsible for communicating the advice and recommendations of the Advisory Council(s) to the Board of Directors. Except as otherwise specifically provided in these bylaws to the contrary, the President shall be a voting member of all committees. The President may execute any deeds, mortgages, bonds, contracts, or other instruments which

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the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Corporation and in general the President shall perform all other duties incident to the office of President. The President shall have the authority to employ at a reasonable rate of compensation agreed upon by the Board of Directors, an Executive Director and an **Director of Marketing and Operations** to whom the President or any other officer may delegate certain of his/her administrative authorities with respect to the supervision and control of the daily operations and staff of the Corporation, provided, however, that the President shall not be authorized to delegate to the Executive Director or **Director of Marketing and Operations** the President's voting authority on any matter or the President's responsibilities with respect to his/her participation in any meetings of the Registrants, Board of Directors or any committee.

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Section 6. President-Elect. The incumbent in the office of President-Elect shall succeed to the office of the President so long as (1) such individual is in office at the time the office of the President becomes vacant or (2) the expiration of the terms of the individuals serving as the President and the President-Elect coincide. In the absence of the President or in the event of his/her inability or refusal to act, the President-Elect shall perform the duties of the President and when so acting shall have all the powers of and be subject to the restrictions upon the President. The President-Elect shall perform such other duties as from time to time may be assigned to the President-Elect by the President or by the Board of Directors.

Section 7. Vice President. In the absence of the President or President-Elect or in the event of their inability or refusal to act, the Vice President shall perform the duties of the President or President-Elect and when so acting shall have all the powers of and be subject to all the restrictions upon the President and the President-Elect. The Vice President shall be responsible for supervising the activities of the Regional Review Committee Chairpersons as well as the National Review Committee. The Vice President shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board of Directors.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the Registrants and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the

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execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these bylaws; and keep a register of the post office address of each Registrant which shall be furnished to the Secretary by such Registrants. In addition to these duties the Secretary shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board of Directors. The Secretary may delegate any or all of these duties to the Executive Director, Associate Executive Director Executive Director or **Director** of Marketing and Operations or other designee.

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Section 8a. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with these bylaws. In addition to these duties the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or the Board of Directors. The Treasurer shall, not less than thirty (30) days prior to the end of each fiscal year, present to the Board of Directors for its approval and/or modification a proposed budget for the ensuing fiscal year. If requested to do so by the President, the Treasurer shall present a report on the finances of the Corporation at such time when the President presents his/her annual report or when otherwise called upon by the President to make such a financial report. The Treasurer may delegate any or all of these duties to the Executive Director, Associate Executive Director Executive Director or Director of Marketing and Operations or other designee.

Section 8b. Executive Director. The Executive Director is the Chief Operating Officer of the Corporation with responsibility for the overall welfare of the Corporation. The Executive Director shall be selected by the President and approved by the Board of Directors. The individual selected is included and covered by the Directors and Officers Liability insurance. The Executive Director is a non-voting member of the Board of Directors and an ex-officio member of all Committees and Advisory Councils.

Section 8c. Director of Marketing and Operations. The Director of Marketing and Operations shall be selected by the

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President and approved by the Board of Directors. The individual selected is included and covered by the Directors and Officers Liability insurance. This person shall administer the NRRTS office, house the corporate seal, prepare and sign documentation required in the administration of the Corporation, prepare and sign the annual report for foreign Corporations incorporated in the District of Columbia, approve Registrants' applications and renewals subject to Board ratification as well as other duties and responsibilities included in the daily operations of the office of the Corporation. The Director of Marketing and Operations is a non-voting member of the Board of Directors and an ex-officio member of all Committees and Advisory Councils

Section 9. Compensation. Officers, as such, other than the Executive Director and Director of Marketing and Operations shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any officer from serving the Corporation in any other capacity and receiving compensation for such service.

**Article X. REGIONS, REGIONAL REVIEW COMMITTEE CHAIRPERSONS,
NATIONAL REVIEW COMMITTEE**

Section 1. Regions. There shall be four (4) geographic regions for the purpose of coordinating the receipt and processing of applications for the registration and credentialing of candidates as Registrants of the Corporation within those regions. Those regions are as follows:

Region A - Connecticut, Delaware, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, and Vermont.

Region B - District of Columbia, Indiana, Illinois, Maryland, Michigan, Minnesota, Ohio, Virginia, Wisconsin, and West Virginia.

Region C - Arkansas, Alabama, Colorado, Florida, Georgia, Kentucky, Louisiana, Mississippi, New Mexico, North Carolina, Oklahoma, Puerto Rico, South Carolina, Tennessee, and Texas.

Region D - Alaska, Arizona, California, Hawaii, Idaho, Iowa, Kansas, Missouri, Montana, Nebraska, Nevada, North Dakota, Oregon, South Dakota, Utah, Washington, Wyoming, American Samoa, Guam, and Marianna Island.

Applications for registration from candidates located in Canada and other countries shall be accepted by the Vice President and assigned by him/her to a Regional Review Committee Chairperson for processing.

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Overload by any review chair of Registrants' renewals only shall be assigned to the four (4) directors at the discretion of the Vice President. The director's physical location will factor into which director would be recruited to volunteer to ensure there is no conflict of interest.

Section 2. National Review Committee. There shall be a National Review Committee comprised of four (4) individuals. Those individuals shall be a physician, an occupational or physical therapist, a NRRTS Registrant and a consumer. The National Review Committee shall be chaired by the Vice President who shall oversee the operation and governance of the National Review Committee and preside over all meetings, but will be entitled to a vote only in the case of a deadlock. Each member of the National Review Committee shall have one (1) vote on all matters before the committee. In electing the members of the National Review Committee, the Board of Directors shall consider each candidate's professional ethics, clinical experience, knowledge and understanding of the provision of rehabilitation technology equipment and services. The primary responsibility of the National Review Committee shall be to assist the Regional Review Chairs in determining whether a candidate meets the minimum standards for Registration or for instruments of recognition. They will report their findings to the Board of Directors.

Section 3. Term of Office. The term of office for each member of the National Review Committee shall be two (2) years. Members can be re-appointed at the end of their term and there is no term limit.

Section 4. Vacancies. Vacancies in the membership of any National Review Committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Quorum. A majority of the full National Review Committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the National Review Committee.

Section 6. Rules. Each National Review Committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Section 7. Meetings by Telephone. Members of any National Review Committee may participate in any meeting of such committee by conference telephone or similar communication equipment by which all persons participating in any such meeting can hear each other. Participation in such meeting pursuant to this section shall constitute presence in person at such meeting.

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Section 8. Informal Action by National Review Committee. Any action to be taken at a National Review Committee meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the full National Review Committee, providing that notification is sent to each committee member, via mail or telefacsimile, at least five (5) days prior to the deadline for written responses.

Section 9. Regional Review Board. The Regional Review Board will consist of the Chairpersons of the four (4) geographic regions as defined in Section 1. The Regional Chairpersons will be selected from a slate of candidates proposed by the Nominating Committee (as defined in these bylaws) and shall be elected by the affirmative vote of not less than the majority of NRRTS Registrants voting electronically, by mail or facsimile ballot. Unless otherwise determined by the Board of Directors, the election of Regional Chairpersons will be conducted by electronic, facsimile or mail ballot at a time designated by the Board of Directors. Each Regional Chairperson shall serve a term of two (2) years or until his/her successor is duly elected and qualified, provided, however, that a Regional Chairperson shall not serve for more than two (2) consecutive terms. The activities of the Regional Chairpersons shall be subject to the direction and supervision of the Vice President. The Regional Review Committee Chairpersons serve as members of the Board of Directors. The primary responsibility of the Regional Review Board shall be to (1) examine the documentation and data presented by candidates for registration in the Corporation, (2) determine whether the candidate meets minimum standards established by the corporation for issuing instruments of recognition, and (3) report its findings to the Board of Directors for their action. The Regional Review Board may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Article XI. COMMITTEES

Section 1. Executive Committee. The President, Vice President, President-Elect, Secretary, Treasurer and Immediate Past President shall constitute the Executive Committee and shall all be voting members of the Executive Committee. The Executive Director and Director of Marketing and Operations are ex-officio members of the Executive Committee. The Board of Directors, by resolution adopted by not less than a majority of the full

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Board of Directors, may designate and appoint from their number additional Directors to serve on the Executive Committee. To the extent provided in said resolution, the Executive Committee shall have and exercise the authority of the Board of Directors in the management of the Corporation, except that the

Executive Committee shall not have the authority of the Board of Directors in reference to:

- a) amending, altering or repealing the bylaws;
- b) electing, appointing or removing any members of any such committee or any Director or officer of the Corporation;
- c) amending the Articles of Incorporation;
- d) restating the Articles of Incorporation;
- e) adopting a plan of merger, or adopting a plan for consolidation with another Corporation;
- f) authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation;
- g) authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore;
- h) adopting a plan for the distribution of the assets of the Corporation;
- i) amending, alternating or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee or
- j) exercising any authority over any matter required to be submitted to the Registrants for their approval.

The designation and appointment of the Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him/her by law.

Section 2. Nominating Committee. The Nominating Committee shall be comprised of either the Immediate Past President or the President Elect and two (2) Directors and two (2) Registrants chosen by the Board of Directors. The primary responsibility of the Nominating Committee shall be to prepare and submit a slate of candidates for election as Officers, Directors and Region Chairpersons.

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Section 3. Ethics Committee. This committee is responsible for assuring that NRRTS Registrants adhere to the rules and procedures regarding the enforcement of the NRRTS Code of Ethics and Standards of Practice, as determined and mandated by action of the Board of Directors. The Ethics Committee will review both grievances brought by, or on behalf of, NRRTS Registrants and grievances brought by, or on behalf of, consumers or other stakeholders of the rehabilitation industry or profession, concerning a NRRTS Registrant.

Section 3a. The Ethics Committee will be comprised of three (3) members of the Board of Directors appointed by the President and ratified by a simple majority of the full Board membership. The Chair of the Ethics Committee will be appointed by the President and ratified by a simple majority vote of the full Board membership

Section 4. Past Presidents Committee. This committee will be composed of all Past Presidents, the current President, and the President Elect. The immediate Past President will serve as the Chairperson. There will be no term of office but the members will serve at their pleasure. This committee will not be concerned with the governance of the organization but will instead act as an organizational think tank to look at short- and long-term issues within the organization, the RTS profession, the field of rehabilitation technology, the marketplace and the community of individuals with physical disabilities who we serve and bring ideas forward to the Board of Directors for their consideration.

Section 5. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present, except as otherwise provided in such resolution. The members of each committee shall be selected from within the rehabilitation industry and profession. Any member thereof may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation shall be served by such removal.

Section 6. Number and Term of Office. Except as otherwise specifically provided in these bylaws, the number of individuals to serve on any committee as well as their qualifications shall be as determined by not less than a majority of the Directors present at a meeting at which a quorum is present. Each member of a committee shall serve for a term of two (2) years or until his/her successor is appointed and qualified, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member of the committee.

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Section 7. Committee Chairpersons and Selection. Except as otherwise specifically provided in these bylaws or in any Board of Directors resolution designating a committee, and subject to the limitations contained herein and in any such resolution and in the Bylaws, one member of each committee, who shall be a NRRTS Registrant, shall be appointed as its committee Chairperson by the President. The Chair of each committee and the President shall appoint the members of such committee from individuals in the rehabilitation industry and profession who best meet the needs and goals of the committee in question provided; however, that in the event of the failure of the committee Chair and the President to agree on the appointment of any committee members, the President shall make the appointment.

Section 8. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 9. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 10. Rules. Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Section 11. Committee Meetings by Telephone. Members of any committee may participate in any meeting of such committee by conference telephone or similar communication equipment by which all persons participating in any such meeting can hear each other. Participation in such meeting pursuant to this section shall constitute presence in person at such meeting.

Section 12. Informal Action by Committees. Any action to be taken at a committee meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the full membership of the committee, providing that notification is sent to each member, via mail or telefacsimile, at least five (5) days prior to the deadline for written responses.

Article XII. ADVISORY COUNCIL(S)

Section 1. Purposes. From time to time the Board of Directors may establish Advisory Council(s) to act

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as liaison between the Corporation and the remainder of the rehabilitation industry and profession. These Advisory Council(s) shall provide advice and recommendations to the Board of Directors for its consideration in policy and decision-making processes. The President will act as an ex-officio member of the Advisory Council(s) to facilitate communication between the Advisory Council(s) and the Board of Directors.

Section 2. Chairperson. Each Advisory Council will elect a Chairperson who acts as a liaison from the Advisory Council to the Board of Directors.

Section 3. Quorum. A majority of the whole Advisory Council shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Advisory Council.

Section 4. Rules. The Advisory Council may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Section 5. Meetings by Telephone. Members of the Advisory Council(s) may participate in any meeting of the Advisory Council(s) by conference telephone or similar communication equipment by which all persons participating in any such meeting can hear each other. Participation in such meeting pursuant to this section shall constitute presence in person at such meeting.

Section 6. Informal Action by the Advisory Council. Any action to be taken at a meeting of the Advisory Council may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the full membership of the Advisory Council, providing that notification is sent to each member, via mail or telefacsimile, at least five (5) days prior to the deadline for written responses.

Article XIII. SEAL

The Board of Directors shall provide a suitable seal, containing the name of the Corporation and the place and year of incorporation, which shall be in the custody of the Secretary or his/her designee.

Article XIV. INDEMNIFICATION

The Board of Directors is authorized to indemnify, reimburse or otherwise compensate, at corporate expense, any person made a party, or who is threatened to be made a party, to any threatened, pending or completed action, suite or proceeding, whether civil, criminal, administrative or investigative (except in an

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action by or in the right of the Corporation) by reason of the fact that he/she is or was a Director, Officer, agent or employee of the Corporation, or is or was serving at the request of the Corporation as a Director, officer or agent of another Corporation, partnership, joint venture, trust or other enterprise (the "Indemnified Person"). The Indemnified Person may be indemnified, reimbursed or otherwise compensated for expenses, including attorney's fees, and any judgment, money decree, fine, penalty or settlement for which he/she may have become liable, actually and reasonably incurred by him/her in connection with the defense or reasonable settlement of any such action, suit or proceeding or any appeal therein so long as the Indemnified Person, or not opposed to, the best interests of the Corporation and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The indemnification afforded under this Article shall not apply to matters in which the Indemnified Person is finally adjudged in any such action, suit or proceeding, to be liable for negligence or misconduct in the performance of his/her duties to the Corporation.

Article XV. AMENDMENTS TO BYLAWS AND ARTICLES OF INCORPORATION

Section 1. Amendments to Bylaws. These bylaws may be altered, amended or repealed and new bylaws may be adopted by the affirmative vote of not less than two-thirds (2/3) of the full Board of Directors, if at least fifteen (15) days advance written notice is given to each Director of the proposed amendment and the intention to alter, amend or repeal or to adopt new bylaws as provided in such proposed amendment at such meeting.

Section 2. Amendments to Articles of Incorporation. The Corporation's Articles of Incorporation may only be amended in accordance with the provisions outlined in the District of Columbia Non-Profit Corporation Act.

Article XVI. CERTIFICATES OF REGISTRATION

Section 1. Certificates of Registration. The Board of Directors may provide for the issuance of certificates evidencing registration in the Corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or the Vice President and shall be sealed with the seal of the Corporation. The name and address of each Registrant and the date of issuance of the certificate shall be entered on the records of the Corporation. If any certificate shall become lost, mutilated or

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destroyed, a new certificate may be issued upon such terms and conditions as the Board of Directors may determine.

Section 2. Issuance of Certificates. When a Registrant has been accepted and has paid any initiation and other fees that may be required, a certificate shall be issued in his/her name and delivered to him/her by the Secretary, if the Board of Directors shall have provided for the issuance of certificates under the provisions of these bylaws.

Article XVII. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Registrants, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the Registrants. All books and records of the Corporation may be inspected by any Registrant having voting rights and by any Director for any proper purpose and at any reasonable time.

Article XVIII. CONTRACTS, CHECKS, DEPOSITS, FUNDS AND AUDITS

Section 1. Contracts. The Board of Directors may authorize any officer, officers, or Executive Director or Director of Marketing and Operations of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of the money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer, officers, Executive Director or Director of Marketing and Operations of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks; trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 5. Audits. The financial affairs and records of the Corporation shall be audited by a certified

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public account upon the affirmative vote of not less than a majority of the full Board of Directors.

Article XIX. NON-PROFIT CHARACTER

NON-LIABILITY OF REGISTRANTS

The Corporation does not afford any pecuniary gain, incidentally or otherwise, to its Directors, or Officers. There shall be no personal liability of Registrants, Directors or Officers for Corporate obligations.

Article XX. POWER TO ACQUIRE AND HOLD PROPERTY

The Corporation shall be authorized to acquire by grant, gift, purchase, devise or bequest, and to hold and dispose of such property as the Corporation shall require subject to such limitation as may be prescribed by law.

Article XXI. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the District of Columbia Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XXII. DISSOLUTION AND DISTRIBUTION OF ASSETS

Section 1. Dissolution. If it is deemed advisable in the judgment of the Board of Directors of the Corporation that the Corporation should be dissolved, the board, after the adoption of a resolution to that effect by the affirmative vote of not less than a majority of the full Board of Directors at a meeting called for that purpose, shall cause notice to be mailed to each Registrant entitled to vote. If not less than two-thirds (2/3) of the Registrants entitled to vote approve the proposed dissolution, a plan providing for the distribution of assets shall be adopted, pursuant to Section 29-550 of the District of Columbia Non-Profit Corporation Act.

Section 2. Distribution of Assets. In the event of dissolution of the Corporation, the assets of the Corporation shall be applied and distributed as follows:

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- a) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefore;
- b) Assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;
- c) Assets received and held by the Corporation subject to limitations, permitting their use only for charitable, religious, eleemosynary, benevolent, education, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one (1) or more domestic or foreign Corporations, societies, or organizations engaged in activities substantially similar to those of the Corporation pursuant to the plan of distribution; and
- d) Any remaining assets may be distributed to such persons, societies, organizations, or domestic or foreign Corporations, whether for profit or not for profit, as may be specified in the plan for distribution.